

P19000089173

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

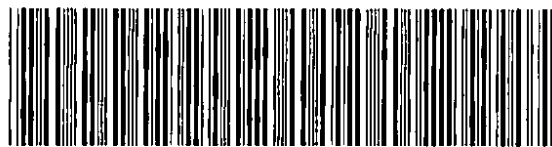
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600418436936

Amended & Restated

12/14/23--01007--016 **35.00

RECEIVED

2023 DEC 14 PM 2:12

FILED

2023 DEC 18 AM 9:07

A. RAMSEY

DEC -192023

X00789, 00524, 00671

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: BROOK 12/14

CERTIFIED COPY

XX PHOTOCOPY

GS

XX FILING

AMENDED AND RESTATED

ANCHOR BANCORP, INC.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)P

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**



Corrected

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 15, 2023

CORPORATE ACCESS, INC.

TALLAHASSEE, FL 32303

SUBJECT: ANCHOR BANCORP, INC.
Ref. Number: P19000089173

We have received your document for ANCHOR BANCORP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the date of adoption of the amended and restated articles by the shareholders (see Article X).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 823A00028623

RECEIVED
2023 DEC 18 AM 10:22
DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2023 DEC 18 AM 9:07
CLERK OF COURT
JANUARY 18 2024

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ANCHOR BANCORP, INC.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), the Articles of Incorporation of Anchor Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on December 5, 2019 and were amended by Articles of Amendment filed on October 27, 2023 and thereafter amended and restated, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the corporation is: ANCHOR BANCORP, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the office of the Corporation is 4500 PGA Boulevard, Suite 111, Palm Beach Gardens, FL 33418; such principal place of business of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time.

ARTICLE III. REGISTERED AGENT

The name and address of the Corporation's registered agent in the State of Florida is: Nelson Hinojosa, 4500 PGA Boulevard, Suite 111, Palm Beach Gardens, FL 33418.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator is: Alcides I. Avila, 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, Florida 33134.

ARTICLE V. PURPOSE

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida, including the FBCA any amendments thereto.

ARTICLE VI. AUTHORIZED SHARES

Section 1. *Authorized Capital.* The maximum number of shares that the Corporation is authorized to have outstanding at any time is 9,259,196, of which (i) 444,500 shares shall be Class A Common Stock, \$39.37 par value per share (the "Class A Common Stock"); (ii) 1,813,696 shares shall be Class B Common Stock, \$1.00 par value per share (the "Class B

Common Stock"); (iii) 7,000,000 shares shall be Class C Common Stock, \$1.00 par value per share (the "Class C Common Stock" and, together with the Class A Common Stock and Class B Common Stock, the "Common Stock"); and (iv) 1,000 shares shall be Preferred Stock, \$1.00 par value per share (the "Preferred Stock").

Section 2. *Common Stock.*

(a) *Voting Rights.* The holders of the Class A Common Stock, the Class B Common Stock and the Class C Common Stock will vote together as a single class on all matters requiring shareholder approval other than the election of directors. With regard to the election of directors, the holders of the Class A Common Stock and the Class B Common Stock will vote together as a single class for the election of a single director. The holders of the Class C Common Stock will vote as a single class for the election of the remaining members of the Board of Directors.

(b) *Other Rights.* Except as set forth above, the holders of the Class A Common Stock, Class B Common Stock and Class C Common Stock shall all have all of the rights of common shareholders of the Corporation, on a pari-passu basis. No class will have priority over any other with respect to dividends, distributions on liquidation, or any other matters. The three (3) classes will function as a single class of common stock for all other purposes.

(c) *Preemptive Rights.* To the extent shares of the Corporation's Class A Common Stock or Class B Common Stock are proposed to be issued, all existing shareholders of the Corporation's common stock, including Class C Common Stock shareholders, shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing shareholders in proportion to their ownership percentages of the total outstanding shares of the Corporation's Common Stock at such time, regardless of class. To the extent shares of the Corporation's Class C Common Stock are proposed to be issued, only existing Class C Common Stock shareholders shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing Class C Common Stock shareholders in proportion to their ownership percentages of the total outstanding shares of the Corporation's Class C Common Stock at such time. A shareholder may waive the preemptive rights, and no preemptive rights shall exist with respect to (i) shares of the Corporation's Class A Common Stock or Class B Common Stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates, (ii) shares of Class A Common Stock or Class B Common Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates or (iii) shares of Class A Common Stock or Class B Common Stock issued pursuant to a plan of reorganization or merger.

Section 3. *Preferred Stock.* The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. The authority of

the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) the designation of the series, which may be by distinguishing number, letter or title, and the number of shares to constitute such class or series;

(b) the amounts, dates, and rates at which dividends, if any, shall be payable, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative;

(c) the redemption rights and price or prices, if any, for shares of the series;

(d) the amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(e) whether the shares of the series shall be convertible into, or exchangeable, or redeemable for, shares of any other class or series, or any other security, of the Corporation or any other corporation and, if so, the specification of such other class or series or such other security, the conversion or exchange price or rate, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made;

(f) the voting rights, if any, of the holders of shares of the series generally or upon specified events;

(g) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(h) any other rights, powers, and preferences of such shares as are permitted by law.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than five (5) nor more than twenty-five (25) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

ARTICLE IX. RESTATEMENT OF PREVIOUS ARTICLES AND AMENDMENTS

These Amended and Restated Articles of Incorporation consolidate and completely restate and replace, all prior articles of incorporation (inclusive of all amendments and modifications thereto) of this Corporation.

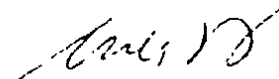
ARTICLE X. APPROVAL; AUTHORIZATION

These Amended and Restated Articles of Incorporation have been duly adopted, approved and consented to by the Board of Directors and the shareholders of this Corporation on December 14, 2023. The number of votes cast for these Amended and Restated Articles of Incorporation, both by the Board of Directors and the shareholders of this Corporation, were and are sufficient for approval of these Amended and Restated Articles of Incorporation in accordance with the corporate governing documents of this Corporation and/or applicable law.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 14th day of December 2023.

ANCHOR BANCORP, INC.,
a Florida corporation

By: 
Name: Nelson Hinojosa
Title: Chairman